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Attorneys for Defendant  
Silverjet, plc

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

CFIRSTCLASS CORPORATION,

Plaintiff,

- against -

SILVERJET, PLC,

Defendant.

07 Civ. 6371 (SHS)

DECLARATION OF  
GEOFFREY C. UPTON IN  
SUPPORT OF DEFENDANT'S  
MOTION TO DISMISS THE  
COMPLAINT

I, Geoffrey C. Upton, declare under penalty of perjury as follows:

1. I am a member of the Bars of the State of New York and of this Court and am associated with the firm of Morrison and Foerster LLP, counsel for Defendant.
2. I submit this declaration in support of Plaintiff's Motion to Dismiss the Complaint, pursuant to Rules 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure.
3. Attached hereto as Exhibit A is a true and correct copy of the Aircraft Seat Charter Agreement between FlyJet Limited and C First Class Corporation, dated June 7, 2005.
4. Attached hereto as Exhibit B is a true and correct copy of the General Sales Agency Agreement between FlyJet Limited and Fly First Class Corporation, dated January 18, 2006.

Executed this 1st day of October, 2007 at New York, New York.

/s/Geoffrey C. Upton

Geoffrey C. Upton